

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CONSTELLATION NEWENERGY, INC., :

Plaintiff, :

v. :

POWERWEB TECHNOLOGIES, INC., :

Defendant. :

Civil Action No. 02-CV-2733 (HB)

DECLARATION OF DAVID McGEOWN

David McGeown declares:

1. I am currently employed as an independent consultant and act as nonexecutive chairman of Energy Tracking, Inc. ("ETI").
2. I have held this position since Spring 2001, when I left AES Intricity.
3. I make this declaration from personal knowledge.
4. In the Spring of 1999, I was hired by NewEnergy Ventures, the predecessor of AES NewEnergy, to develop and market energy services programs. Attached as Exhibit A to this declaration is a document Bates-labeled McGeown001-002, a true and correct copy of a letter regarding the proposed purchase of a customer's excess capacity. I recall that I was given the document by NewEnergy Ventures as an example of the type of projects New Energy Ventures was pursuing and that I should help to develop.
5. NewEnergy Ventures was a non-regulated energy supplier, operating in several energy markets where deregulation first started, including Pennsylvania, New York, New England and California.

DSB:969009.3/AES003-158567

Exhibit D